

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

SIPA LIQUIDATION

No. 08-01789 (BRL)

Substantively Consolidated

In re:

BERNARD L. MADOFF,

Debtor.

IRVING H. PICARD, Trustee for the Liquidation
of Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

JPMORGAN CHASE & CO., JPMORGAN
CHASE BANK, N.A., J.P. MORGAN
SECURITIES LLC, and J.P. MORGAN
SECURITIES LTD.,

Defendants.

Adv. Pro. No. 10-4932 (BRL)

**DECLARATION OF EMIL A. KLEINHAUS IN SUPPORT OF
JPMORGAN'S MOTION TO WITHDRAW THE REFERENCE**

Emil A. Kleinhaus, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I am an associate at the law firm of Wachtell, Lipton, Rosen & Katz, counsel for JPMorgan Chase & Co., JPMorgan Chase Bank, N.A., J.P. Morgan Securities LLC and J.P. Morgan Securities Ltd. (together, "JPMorgan"), the defendants named in the Complaint.

As an attorney admitted to practice before this Court, and one of the attorneys appearing for JPMorgan in this proceeding, I respectfully submit this declaration to provide the Court with true and correct copies of the documents listed below that are referenced in the Memorandum of Law in Support of JPMorgan's Motion to Withdraw the Reference.

2. Annexed hereto as Exhibit 1 is a copy of the redacted Complaint publicly filed in the United States Bankruptcy Court for the Southern District of New York on February 3, 2011 by the Trustee for the liquidation of Bernard L. Madoff Investment Securities LLC against JPMorgan Chase & Co., JPMorgan Chase Bank, N.A., J.P. Morgan Securities LLC and J.P. Morgan Securities Ltd.

3. Annexed hereto as Exhibit 2 is a copy of the Amended Class Action Complaint filed against JPMorgan Chase & Co. and certain other defendants in *In re Herald, Primeo & Thema Funds Sec. Litigation*, No. 09 Civ. 00289 (S.D.N.Y.) (RMB).

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 8, 2011.

/s/ Emil A. Kleinhaus
Emil A. Kleinhaus

Dated: New York, New York
February 8, 2011